

MEETING: **Board of Trustees**  
 DATE: **September 27, 2016**  
 TIME: **6:00 pm**  
 LOCATION: **Room # A**

**Board Members:**

- Patrick Drouhard, Chair
- Carolyn Beal, Secretary
- Patricia Anthony
- Paul Hinkle
- D. Vincent Trago, MD
- Brent Winand
- Brad Wood

**Other Attendees**

- CJ Miller, President & CEO
- Jonathan Kelly, VP Finance
- Lorelei Heineman, VP Patient Care Services
- Thomas Freundlich, MD, Medical Staff President
- Matthew Hintz, MD Past Medical Staff President
- Cheryl Herbert, Sr. VP Regional Operations, OhioHealth
- Sandie Fisher, Executive Secretary
- Dennis Leader, Commissioner/Financial Advisor
- Jon Christensen, Board Attorney

**Other Guests:**

Michael Patterson, Information Systems Director  
 Martha Osborne


TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:00	<b><i>Call to Order</i></b>	Mr. Drouhard	The meeting was called to order at 6:00 p.m.  Mr. Drouhard welcomed new Trustee Ms. Brenda Harden to the meeting.	
	<b><i>Approval of Minutes</i></b>	Mr. Drouhard	A motion was made by Dr. Trago and seconded by Mr. Winand to approve the minutes of the previous meeting as written.  The motion was approved unanimously.	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
	<b>Consent Agenda</b>	Mr. Drouhard	<p>A motion was made by Ms. Anthony and seconded by Ms. Beal to approve the Consent Agenda as presented.</p> <p>The motion was approved unanimously.</p>	
		Mr. Kelly	<p><u>Financial Reports</u> Mr. Kelly reported on the combined August financials and indicated August was a favorable month.</p> <p>Net operating income was unfavorable to budget by \$310,000 which brings the year-to-date variance favorable to budget by \$624,000.</p> <p>Gross revenue was \$45,000 unfavorable to budget. Overall, expenses were \$239,000 favorable to budget.</p> <p>Hospital days in A/R increased from 54.6 to 56.7. Days cash on hand increased from 46.9 to 47.5.</p> <p><u>Finance Committee Minutes – September 21, 2016</u> Mr. Kelly reviewed the minutes of the meeting.</p> <p><u>Long Range Financial Plan (LRFP)</u> The LRFP is updated and presented to the Finance Committee and the Board annually in September. The detailed update includes the previous year, current year, 2017 and 2018. The base line used is the current run rate. The report includes a list of next steps that will need to be taken.</p>	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
			<p>A major focus in the plan is the availability to increase the capital budgets from \$931,000 this year to \$1,830,000 by 2018.</p>	
		Dr. Freundlich	<p><u>Medical Staff Report</u> As there was no meeting in September, Dr. Freundlich did not have a report.</p>	
		Ms. Heineman	<p><u>Administrative Report</u> Ms. Heineman reviewed the report.</p>	
	<p><b><i>Home Health RFP Recommendation</i></b></p>	Mr. Miller	<p>Mr. Miller indicated four (4) RFPs were sent out and two (2) of the recipients did not respond. The responders were Hospice of Morrow County and OhioHealth Home Health and Hospice.</p> <p>The objective was to identify a home health partner who was better positioned to provide the infrastructure necessary to continue providing high quality, compassionate care to our community.</p> <p>The summary of proposals and financial impact was presented. A recommendation to close Morrow County Hospital Home Health department and identify OhioHealth Home Care as the preferred provider was made. Ms. Herbert made a disclosure for the record that both she and Mr. Miller are employees of OhioHealth.</p>	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
			<p>It was also noted that every prospective home health patient, is given a listing of all home health care providers in the county prior to admission.</p> <p>After discussion, the Board decided they have four options: accept management's recommendation, choose the other agency, make no decision at all and let the business continue as is or close the department. It was decided to table this discussion until the October meeting.</p>	
	<p><b><i>Human Resources Assessment Update</i></b></p>	<p>Mr. Miller/Ms. Herbert</p>	<p>An assessment of our Human Resources department has been completed by OhioHealth. Twenty-seven managers and department staff were interviewed.</p> <p>The findings were reviewed and due to the upcoming retirement of the director of the department, interviews will begin for a new manager the week of September 16. Eventually, MCH may conduct a request for information on human capital management system for small organizations.</p>	
	<p><b><i>OhioHealth Report</i></b></p>	<p>Ms. Herbert</p>	<p>There was no report.</p>	
<p>7:53 p.m.</p>	<p><b><i>Recess for Executive Session as Defined by Ohio Revised Code Section 121.22(B)(1) Personnel matters- compensation and</i></b></p>	<p>Mr. Drouhard</p>	<p>A motion was made by Mr. Hinkle and seconded by Ms. Anthony to go into Executive Session for the stated reasons.</p> <p>The motion was approved by roll call vote.</p>	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
9:38	<b><i>Section 121.22(G)(7), Trade Secrets</i></b>		<p>Ms. Herbert and Mr. Christensen were requested to remain. Ms. Heineman, Mr. Kelly, Mr. Miller, Dr. Freundlich, Mr. Leader, Ms. Fisher and Ms. Osborne were excused for the discussion of Section 121.22(B)(1).</p> <p>At 8:18, Ms. Herbert was excused and Dr. Freundlich and Mr. Leader were invited into the session, to discuss Section 121.22(G)(7).</p> <p>Ms. Herbert was invited back in to the session.</p>	
9:41 p.m.	<b><i>Return to Regular Session</i></b>	Mr. Drouhard	<p>A motion was made by Mr. Wood and seconded by Ms. Anthony to return to the Regular Session.</p> <p>The motion was approved unanimously.</p>	
	<b><i>Discussion of Executive Session Topic (if any)</i></b>	Mr. Drouhard	None	
	<b><i>Action of Executive Session Discussion</i></b>		<p>A motion was made by Mr. Wood and seconded by Ms. Beal to approve the compensation recommended by Ms. Herbert for Mr. Miller and Mr. Kelly.</p> <p>The motion was approved unanimously.</p>	
9:43 p.m.			Being no further business, the meeting was adjourned.	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
Minutes submitted by:  Carolyn Beal, Secretary		Approved by:  Patrick Drouhard, Chair		